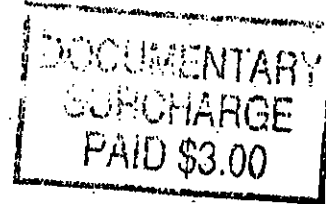


State of Delaware

19280



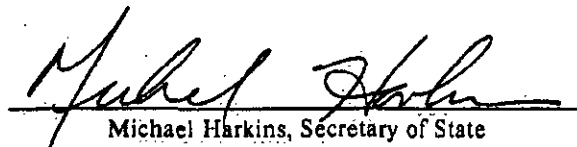
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF ADAMS & RINEHART,
INC. FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D.
1989, AT 10 O'CLOCK A.M.

| | | | |



729179019


Michael Harkins, Secretary of State

AUTHENTICATION: 12297509

DATE: 06/28/1989

FILED

JUN 28 1989

[Signature] 10
SECRETARY OF STATE

429179019
CERTIFICATE OF INCORPORATION

OF

ADAMS & RINEHART, INC.

FIRST: The name of the corporation is ADAMS & RINEHART, INC.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, provided that the corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) shares of common stock of the par value of \$1.00 per share.

FIFTH: The name and mailing address of the sole incorporator is as follows:

NAME

MAILING ADDRESS

Ricki J. Schweizer

309 West 49th Street
11th Floor
New York, NY 10019-7399

SIXTH: The corporation is to have perpetual existence.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation, subject to the power of the stockholders to alter, amend or repeal any by-laws made by the board of directors.

EIGHTH: Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly has hereunto set my hand this 26th day of June, 1989.


Ricki J. Schweizer
Sole Incorporator

RECEIVED FOR RECORD

JUN 29 1989

William M. Honey, Recorder

State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"OGILVY & MATHER PUBLIC RELATIONS, INC.", A NEW YORK CORPORATION,

WITH AND INTO "ADAMS & RINEHART, INC." UNDER THE NAME OF "OGILVY ADAMS & RINEHART, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1991, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2200706 8100M

971289384

AUTHENTICATION: 8628670

DATE: 08-28-97

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/27/1991
913615242 - 2200706

CERTIFICATE OF MERGER

OF

OGILVY & MATHER PUBLIC RELATIONS, INC.
(a New York corporation)

INTO

ADAMS & RINEHART, INC.
(a Delaware corporation)

Pursuant to Section 252(c) of the
General Corporation Law of the State of Delaware

The undersigned, being the surviving corporation, hereby sets forth as follows:

FIRST: The name of the surviving corporation is Adams & Rinehart, Inc. (the "Surviving Corporation"); its State of incorporation is Delaware.

SECOND: The name of the non-surviving corporation is Ogilvy & Mather Public Relations, Inc. (the "Non-Surviving Corporation"); its State of incorporation is New York.

THIRD: A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252(c) of the State of Delaware General Corporation Law.

FOURTH: The Plan and Agreement of Merger between Ogilvy & Mather Public Relations, Inc. and Adams & Rinehart, Inc. shall become effective on December 31, 1991, following the filing of this Certificate of Merger by the Secretary of State of Delaware (the "Effective Date").

FIFTH: The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation, except insofar as Article I which shall be deleted in its entirety and the following Article I shall be substituted therefor:

"I. The name of the Corporation is Ogilvy Adams & Rinehart, Inc."

SIXTH: The executed Plan and Agreement of Merger is on file at the principal place of business of the Surviving Corporation; the address of said principal place of business is as follows;

708 Third Avenue
New York, New York 10017

SEVENTH: A copy of the Plan and Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

EIGHTH: The Non-Surviving Corporation is authorized to issue 1000 shares of stock, \$1.00 par value.


26th IN WITNESS WHEREOF, this certificate is hereby executed this day of December, 1991.

ADAMS & RINEHART, INC.

By: 

George Sard, President

ATTEST:


Robert W. Burgess, Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "OGILVY ADAMS & RINEHART, INC.", CHANGING ITS NAME FROM "OGILVY ADAMS & RINEHART, INC." TO "OGILVY PUBLIC RELATIONS WORLDWIDE INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1998, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2200706 8100

981062850

AUTHENTICATION: 8926284
DATE: 02-18-98

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
OGILVY ADAMS & RINEHART, INC.**

The undersigned corporation, in order to amend its Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the corporation is:

OGILVY ADAMS & RINEHART, INC.

SECOND: The corporation hereby amends its Certificate of Incorporation as follows:

Paragraph **FIRST** of the Certificate of Incorporation, relating to the corporate title of the corporation, is hereby amended to read as follows:

"FIRST: The name of the corporation is:

OGILVY PUBLIC RELATIONS WORLDWIDE INC."

THIRD: The amendment effected herein was authorized by the consent in writing, setting forth the action so taken, unanimously signed by the holders of all the outstanding shares entitled to vote thereon pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 23rd day of December, 1997.



William Chess, Secretary

#918801YW8011.DOC/3023/336

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/27/1998
981032866 - 2200706

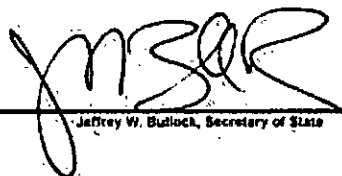
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "OGILVY PUBLIC RELATIONS WORLDWIDE INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "OGILVY PUBLIC RELATIONS WORLDWIDE INC." TO "OGILVY PUBLIC RELATIONS WORLDWIDE LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2017, AT 9:14 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2200706 8100V
SR# 20175042325

Authentication: 202812424
Date: 06-30-17

State of Delaware
Secretary of State
Division of Corporations
Delivered: 09:14 AM 06/30/2017
FILED: 09:14 AM 06/30/2017
SR 20175036242 - File Number 2200706

CERTIFICATE OF CONVERSION

CONVERTING

OGILVY PUBLIC RELATIONS WORLDWIDE INC.
(a Delaware Corporation)

TO

OGILVY PUBLIC RELATIONS WORLDWIDE LLC
(a Delaware Limited Liability Company)

June 30, 2017

Ogilvy Public Relations Worldwide Inc., the corporation that is converting to a Delaware limited liability company (the "Converting Corporation"), and Ogilvy Public Relations Worldwide LLC, the continuing Delaware limited liability company (the "LLC"), hereby certify that:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was "Ogilvy Public Relations Worldwide Inc."

2. Date and Jurisdiction of Organization of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was organized are as follows:

Date
June 28, 1989

Jurisdiction
Delaware


3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation has been converted and the name set forth in the Certificate of Formation of the Company, filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act, is "Ogilvy Public Relations Worldwide LLC".

4. Approval of Conversion. The conversion of the Converting Corporation to the LLC has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

5. Effectiveness. This Certificate of Conversion shall become effective on June 30, 2017.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of the date first written above.

OGILVY PUBLIC RELATIONS WORLDWIDE INC.

By: 

Name: Kevin Farewell

Title: Secretary

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "OGILVY PUBLIC
RELATIONS WORLDWIDE LLC", FILED IN THIS OFFICE ON THE THIRTIETH
DAY OF JUNE, A.D. 2017, AT 9:14 O'CLOCK A.M.



2200706 8100
SR# 20175042325

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202812425

Date: 06-30-17

**CERTIFICATE OF FORMATION
OF
OGILVY PUBLIC RELATIONS WORLDWIDE LLC**

This Certificate of Formation is being executed as of June 30, 2017 for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Act").

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company is Ogilvy Public Relations Worldwide LLC (the "Company").

2. Registered Office and Registered Agent. The address of the Company's registered office in the State of Delaware is 3411 Silverside Road, Tatnall Building, Suite 104 New Castle County, Wilmington, Delaware 19810. The name of the registered agent at said address is Corporate Creations Network Inc.

3. Conversion. The Company has been converted to a Delaware limited liability company pursuant to Section 18-214 of the Act. The Company constitutes a continuation of the existence of the converted other entity in the form of a Delaware limited liability company.

4. Effectiveness. This Certificate of Formation shall become effective on June 30, 2017.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

By: 
Name: Kevin Farewell
Title: Secretary